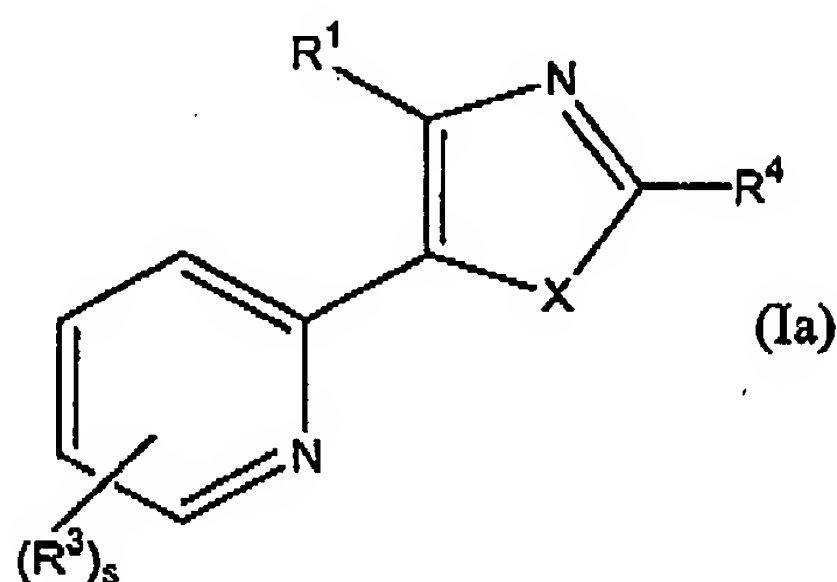


-2-

Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

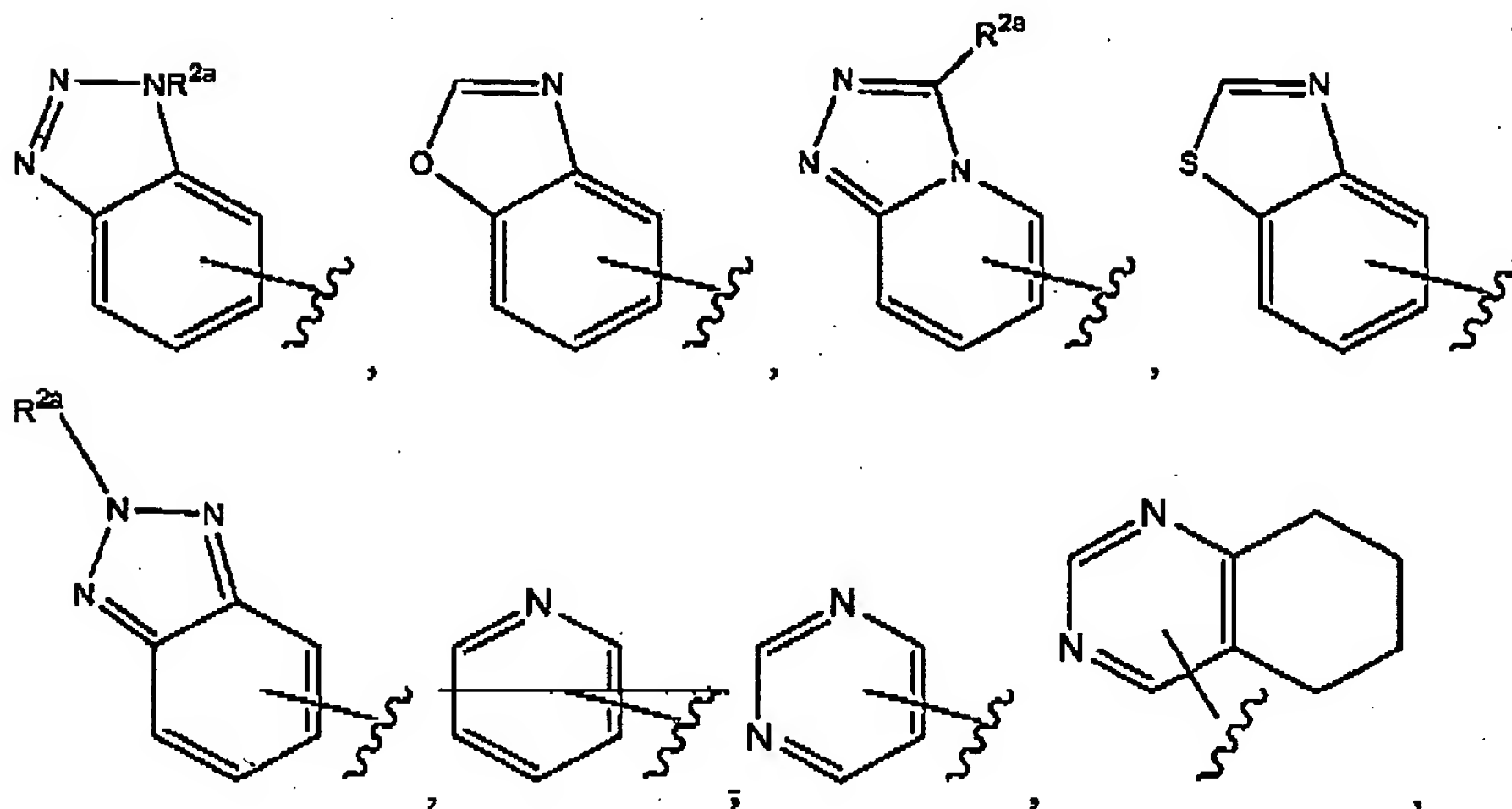
1. (currently amended) A compound of formula (Ia):



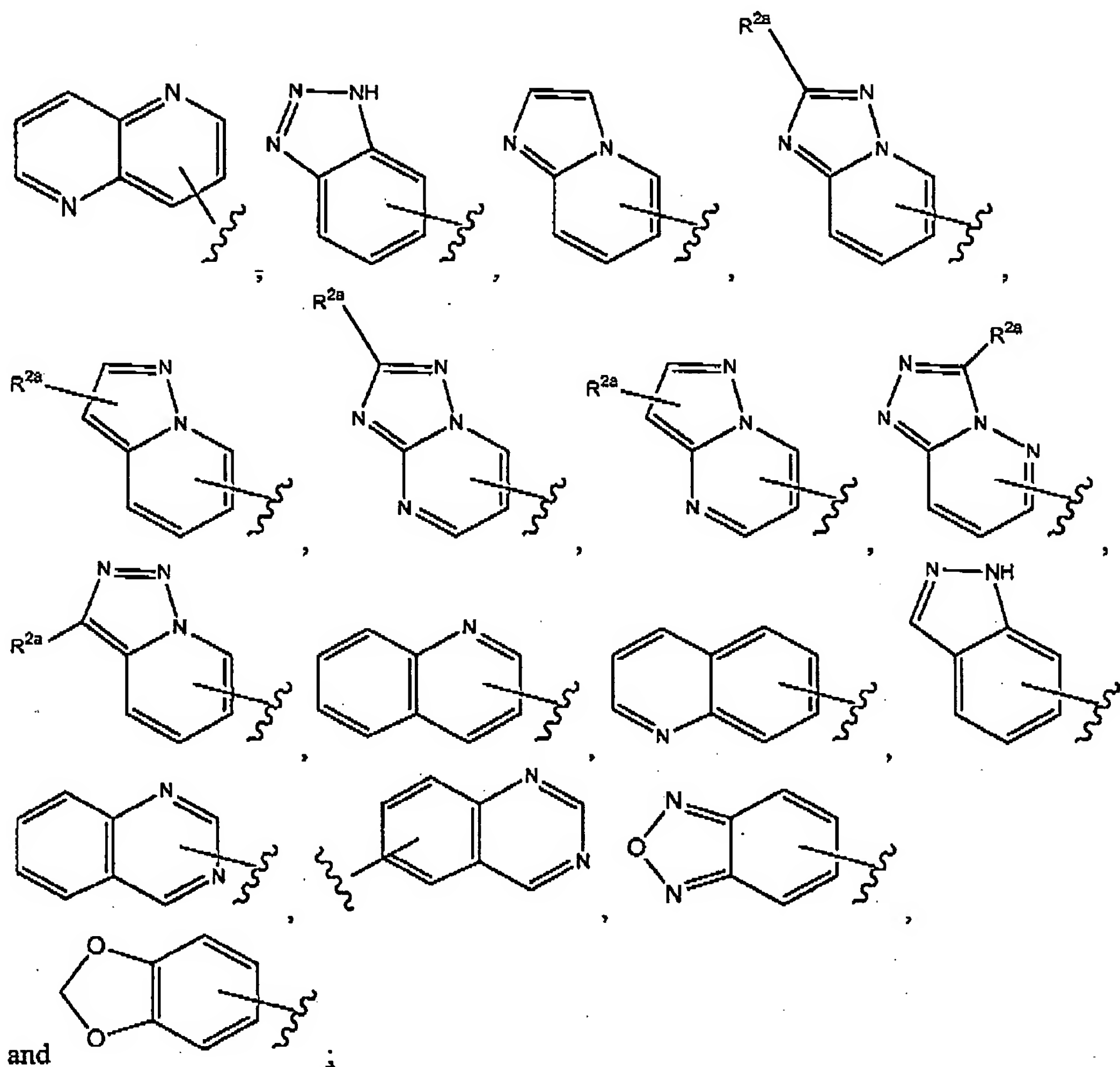
or a pharmaceutically acceptable salt, hydrate, tautomer or solvate thereof, wherein:

X is O or S;

R¹ is selected from the group consisting of



-3-



where R^{2a} is independently selected from the group consisting of: (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₃-C₁₀)cycloalkyl, (C₅-C₁₀)aryl, (C₁-C₆)alkylaryl, amino, carbonyl, carboxyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclyl, (C₁-C₆)alkoxy, nitro, halo, hydroxyl, and (C₁-C₆)alkoxy(C₁-C₆)ester, and where alkyl, alkenyl, alkynyl, cycloalkyl, aryl, amino, heteroaryl, heterocyclyl, and alkoxy of R^{2a} is optionally substituted by at least one moiety independently selected from the group consisting of halo, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₃-C₁₀)cycloalkyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, formyl, NC-, (C₁-C₆)alkyl-(C=O)-,

-4-

phenyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, ((C₁-C₆)alkyl)₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-(((C₁-C₆)alkyl)-N)-(C=O)-, O₂N-, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂-amino, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-(((C₁-C₆)alkyl)-N)-, phenyl-(C=O)-NH-, phenyl-(C=O)-(((C₁-C₆)alkyl)-N)-, H₂N-(C=O)-NH-, (C₁-C₆)alkyl-HN-(C=O)-NH-, ((C₁-C₆)alkyl)₂N-(C=O)-NH-, (C₁-C₆)alkyl-HN-(C=O)-((C₁-C₆)alkyl)-N)-, ((C₁-C₆)alkyl)₂N-(C=O)-((C₁-C₆)alkyl)-N)-, phenyl-HN-(C=O)-NH-, (phenyl)₂N-(C=O)-NH-, phenyl-HN-(C=O)-(((C₁-C₆)alkyl)-N)-, (phenyl)₂N-(C=O)-((C₁-C₆)alkyl)-N)-, (C₁-C₆)alkyl-O-(C=O)-NH-, (C₁-C₆)alkyl-O-(C=O)-((C₁-C₆)alkyl)-N)-, phenyl-O-(C=O)-NH-, phenyl-O-(C=O)-((alkyl)-N)-, (C₁-C₆)alkyl-SO₂NH-, phenyl-SO₂NH-, (C₁-C₆)alkyl-SO₂-, phenyl-SO₂-, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)ester-(C₁-C₆)alkyl-O-, phenyl-(C=O)-O-, H₂N-(C=O)-O-, (C₁-C₆)alkyl-HN-(C=O)-O-, ((C₁-C₆)alkyl)₂N-(C=O)-O-, phenyl-HN-(C=O)-O-, and (phenyl)₂N-(C=O)-O-;

wherein R¹ can optionally be further independently substituted with at least one moiety independently selected from the group consisting of: carbonyl, halo, halo(C₁-C₆)alkyl, perhalo(C₁-C₆)alkyl, perhalo(C₁-C₆)alkoxy, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, hydroxy, oxo, mercapto, (C₁-C₆)alkylthio, (C₁-C₆)alkoxy, (C₅-C₁₀)aryl, or (C₅-C₁₀)heteroaryl, (C₅-C₁₀)aryloxy, or (C₅-C₁₀)heteroaryloxy, (C₅-C₁₀)ar(C₁-C₆)alkyl, or (C₅-C₁₀)heteroar(C₁-C₆)alkyl, (C₅-C₁₀)ar(C₁-C₆)alkoxy, or (C₅-C₁₀)heteroar(C₁-C₆)alkoxy, HO-(C=O)-, ester, amido, ether, amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₅-C₁₀)heterocyclyl(C₁-C₆)alkyl, (C₁-C₆)alkyl-, and di(C₁-C₆)alkylamino, cyano, nitro, carbamoyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylaminocarbonyl, di(C₁-C₆)alkylaminocarbonyl, (C₅-C₁₀)arylcarbonyl, (C₅-C₁₀)aryloxycarbonyl, (C₁-C₆)alkylsulfonyl, and (C₅-C₁₀)arylsulfonyl;

each R³ is independently selected from the group consisting of: hydrogen, halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, (C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino, Ph(CH₂)₁₋₆NH-, (C₁-C₆)alkyl HN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-

-5-

C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-[((C₁-C₆)alkyl)-N]-, phenyl-(C=O)-NH-, phenyl-(C=O)-[((C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-[(C₁-C₆)alkyl)-N]-(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-;

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R³ is optionally substituted by at least one substituent independently selected from (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph(CH₂)₁₋₆HN-, and (C₁-C₆)alkylHN-;

s is an integer from one to five;

R⁴ is independently selected from the group consisting of: hydrogen, halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, (C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkylHN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-((C₁-C₆)alkyl)-N-, phenyl-(C=O)-NH-, phenyl-(C=O)-((C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, ((C₁-C₆)alkyl)₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-((C₁-C₆)alkyl)-N]-(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-;

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R⁴ is optionally substituted by at least one substituent independently selected from the group consisting of (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkylHN-, (C₅-C₁₀)heteroaryl and (C₅-C₁₀)heterocyclic;

with the proviso that when R⁴ is a substituted phenyl moiety, then (a) R¹ is not naphthyl, phenyl or anthracenyl and (b) if R¹ is a phenyl fused with an aromatic or non-aromatic cyclic

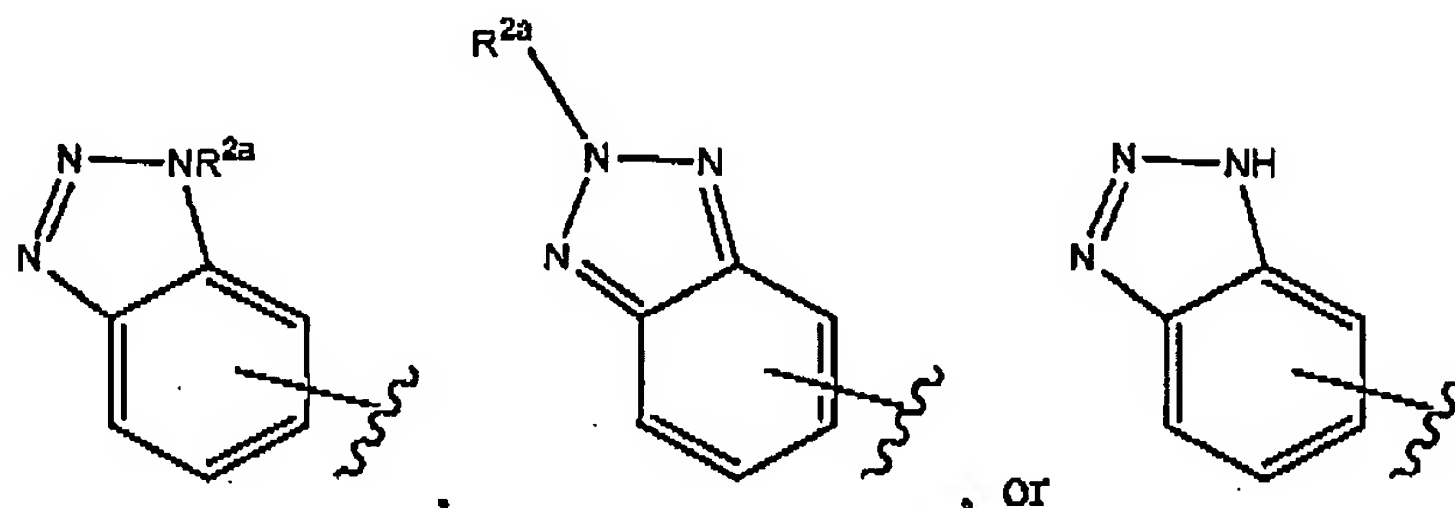
-6-

ring of 5-7 members wherein said cyclic ring optionally contains up to three heteroatoms independently selected from N, O and S, then the fused cyclic ring of said R^1 moiety is substituted;

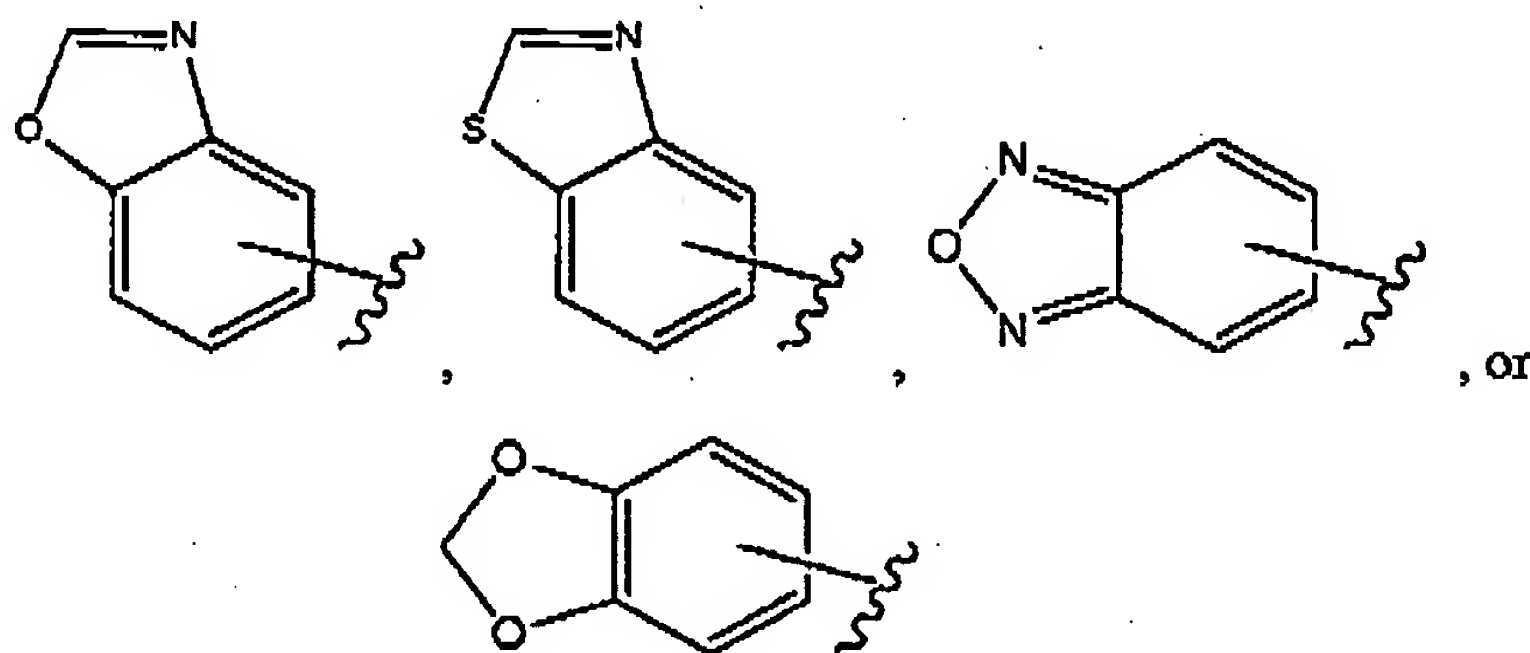
with the proviso that when R^4 is NH_2 and X is S, then R^1 is not an amino-substituted ~~pyridyl~~ or pyrimidinyl moiety; and

with the proviso that when in formula (Ia) R^4 is CH_3 and X is S, R^1 is not a 3,4-dimethoxy substituted phenyl moiety.

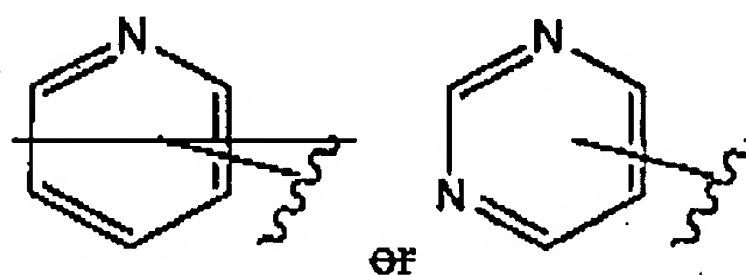
2. (original) A compound of claim 1, wherein R^1 is



3. (original) A compound of claim 1, wherein R^1 is

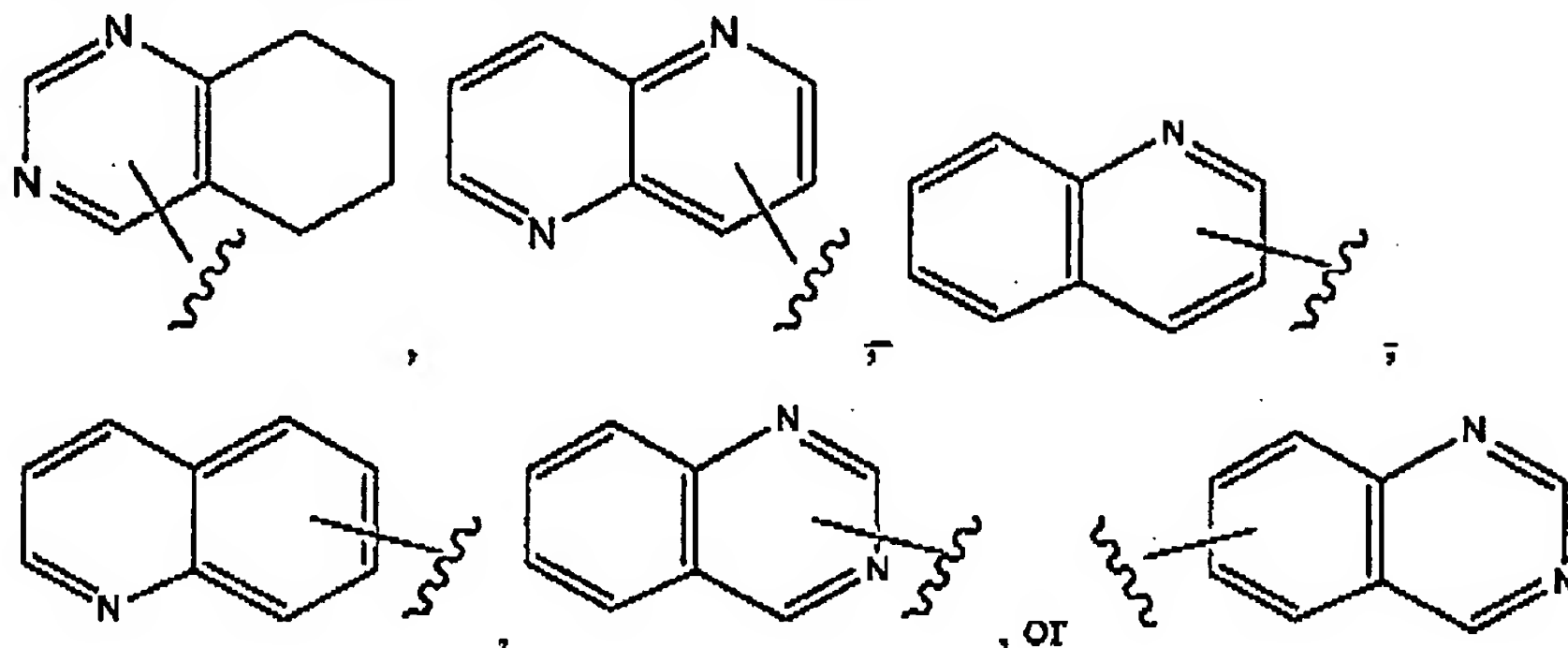


4. (currently amended) A compound of claim 1, wherein R^1 is

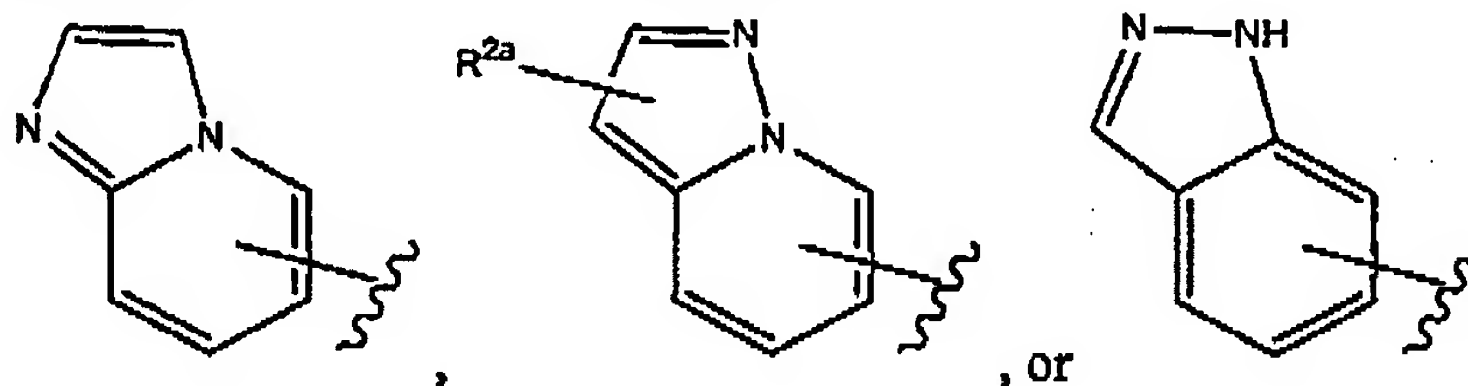


-7-

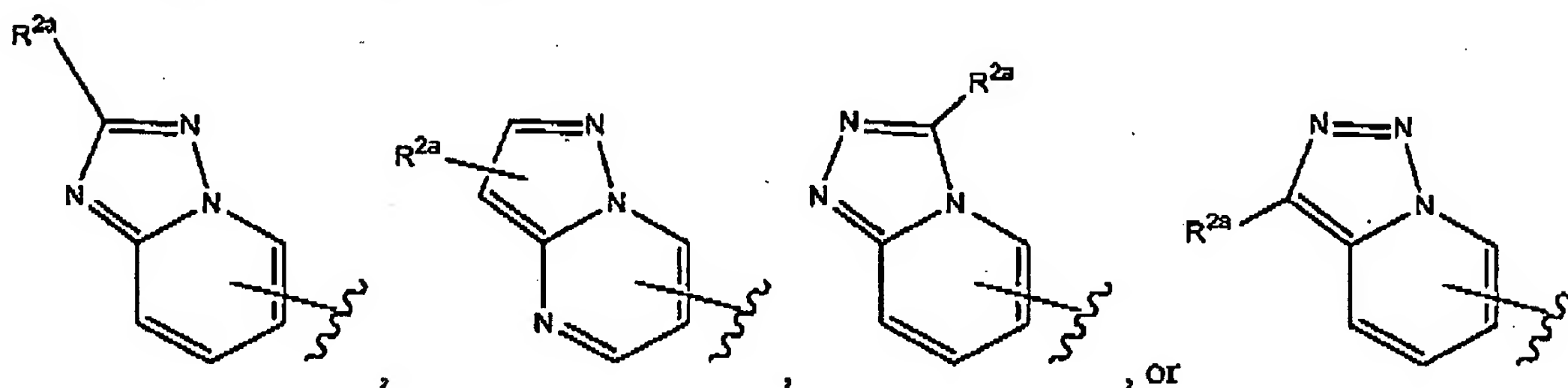
5. (original) A compound of claim 1, wherein R^1 is



6. (original) A compound of claim 1, wherein R^1 is

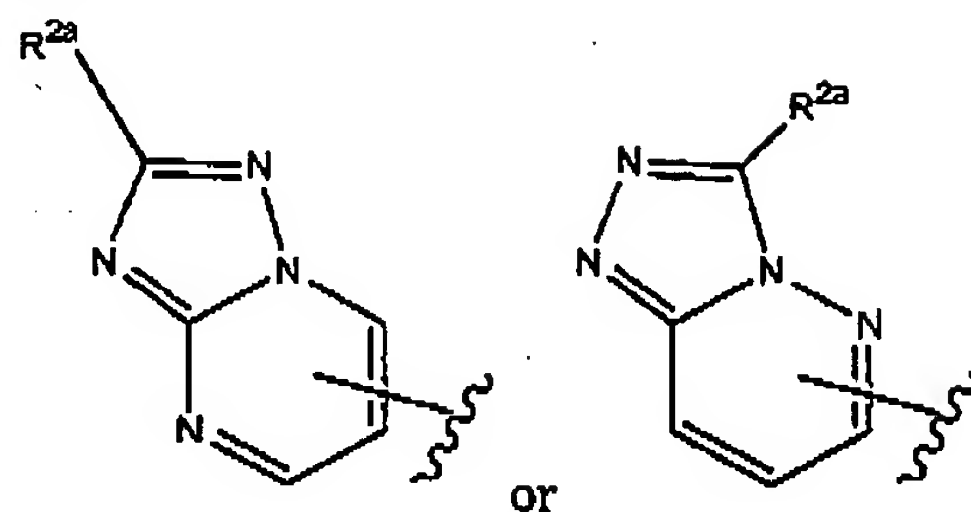


7. (original) A compound of claim 1, wherein R^1 is



-8-

8. (original) A compound of claim 1, wherein R¹ is



9. (canceled).

10. (original) A compound of claim 1, wherein X is S; s is one to two; R³ is hydrogen or (C₁-C₆)alkyl; and R⁴ is H, (C₁-C₆)alkyl, or amino.

11. (previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier.

- 12-13. (cancelled)

14. (currently amended) A compound selected from the groups consisting of
- ~~2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-methyl-pyridine;~~
 - ~~2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-pyridine;~~
 - ~~2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-methoxy-pyridine;~~
 - ~~2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-trifluoromethyl-pyridine;~~
 - ~~2-Methyl-5-[4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-2H-benzotriazole;~~
 - ~~4-[4-(6-Methyl-pyridin-2-yl)-oxazol-5-yl]-quinoline;~~
 - ~~1-Methyl-6-[4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-1H-benzotriazole;~~
 - ~~6-(4-Pyridin-2-yl-oxazol-5-yl)-quinoxaline;~~
 - ~~6-[4-(6-Methyl-pyridin-2-yl)-oxazol-5-yl]-quinoxaline;~~
 - ~~6-[4-(6-Methyl-pyridin-2-yl)-oxazol-5-yl]-quinoline;~~
 - ~~6-(4-pyridin-2-yl-oxazol-5-yl)-quinoline;~~

-9-

~~2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-ethyl-pyridine;~~
~~2-(5-Benzo[1,3]dioxol-5-yl-oxazol-4-yl)-6-propyl-pyridine;~~
~~6-[4-(6-Methyl-pyridin-2-yl)-oxazol-5-yl]-benzothiazole;~~
~~2-(4-Benzo[1,3]dioxol-5-yl-oxazol-5-yl)-6-methyl-pyridine;~~
~~4-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;~~
~~1-Methyl-6-[5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-1H-benzotriazole;~~
~~2-Methyl-5-[5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-2H-benzotriazole;~~
~~6-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;~~
~~6-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoxaline;~~
~~2-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-[1,5]naphthyridine;~~
~~{4-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
~~2-(4-Benzo[1,3]dioxol-5-yl-2-methyl-oxazol-5-yl)-6-methyl-pyridine;~~
~~1-Methyl-6-[2-methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-1H-benzotriazole;~~
~~2-Methyl-5-[2-methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-2H-benzotriazole;~~
~~6-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;~~
~~6-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoxaline;~~
~~2-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-[1,5]naphthyridine;~~
~~{4-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
~~4-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;~~
4-Benzo[1,3]dioxol-5-yl-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
4-(3-Methyl-3H-benzotriazol-5-yl)-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
4-(2-Methyl-2H-benzotriazol-5-yl)-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
5-(6-Methyl-pyridin-2-yl)-4-quinolin-6-yl-thiazol-2-ylamine;
5-(6-Methyl-pyridin-2-yl)-4-quinoxalin-6-yl-thiazol-2-ylamine;
5-(6-Methyl-pyridin-2-yl)-4-[1,5]naphthyridin-2-yl-thiazol-2-ylamine;
~~{4-[2-Amino-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
5-(6-Methyl-pyridin-2-yl)-4-quinolin-4-yl-thiazol-2-ylamine;
4-(6-Methyl-pyridin-2-yl)-5-quinolin-6-yl-thiazol-2-ylamine;
5-(3-Methyl-3H-benzotriazol-5-yl)-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
5-(2-Methyl-2H-benzotriazol-5-yl)-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;

-10-

5-Benzo[1,3]dioxol-5-yl-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
4-(6-Methyl-pyridin-2-yl)-5-quinoxalin-6-yl-thiazol-2-ylamine;
4-(6-Methyl-pyridin-2-yl)-5-[1,5]naphthyridin-2-yl-thiazol-2-ylamine;
~~{4-[2-Amino-4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-pyridin-2-yl}-phenyl-amine;~~
4-(6-Methyl-pyridin-2-yl)-5-quinolin-4-yl-thiazol-2-ylamine;
~~6-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-quinoline;~~
~~1-Methyl-6-[2-methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-1H-benzotriazole;~~
~~2-Methyl-5-[2-methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-2H-benzotriazole;~~
~~2-(5-Benzo[1,3]dioxol-5-yl-2-methyl-oxazol-4-yl)-6-methyl-pyridine;~~
~~6-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-quinoxaline;~~
~~2-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-[1,5]naphthyridine;~~
~~{4-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-pyridin-2-yl}-phenyl-amine;~~
~~4-[2-Methyl-4-(6-methyl-pyridin-2-yl)-oxazol-5-yl]-quinoline;~~
1-Methyl-6-[4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-1H-benzotriazole;
2-Methyl-5-[4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-2H-benzotriazole;
2-(5-Benzo[1,3]dioxol-5-yl-thiazol-4-yl)-6-methyl-pyridine;
6-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoxaline;
2-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-[1,5]naphthyridine;
~~{4-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-pyridin-2-yl}-phenyl-amine;~~
4-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
6-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
1-Methyl-6-[5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-1H-benzotriazole;
2-Methyl-5-[5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-2H-benzotriazole;
2-(4-Benzo[1,3]dioxol-5-yl-thiazol-5-yl)-6-methyl-pyridine;
6-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoxaline;
2-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-[1,5]naphthyridine;
~~{4-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
4-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline;
6-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline;
1-Methyl-6-[2-methyl-4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-1H-benzotriazole;

-11-

2-Methyl-5-[2-methyl-4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-2H-benzotriazole;
2-(5-Benzo[1,3]dioxol-5-yl-2-methyl-thiazol-4-yl)-6-methyl- pyridine;
6-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoxaline;
2-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-[1,5]naphthyridine;
~~4-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-pyridin-2-yl-phenyl amine;~~
4-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
6-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
1-Methyl-6-[2-methyl-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-1H-benzotriazole;
2-Methyl-5-[2-methyl-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-2H-benzotriazole;
2-(4-Benzo[1,3]dioxol-5-yl-2-methyl-thiazol-5-yl)-6-methyl-pyridine;
6-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoxaline;
2-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-[1,5]naphthyridine;
~~4-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl-phenyl amine;~~
4-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline; and
6-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline; or a pharmaceutically acceptable salt thereof.

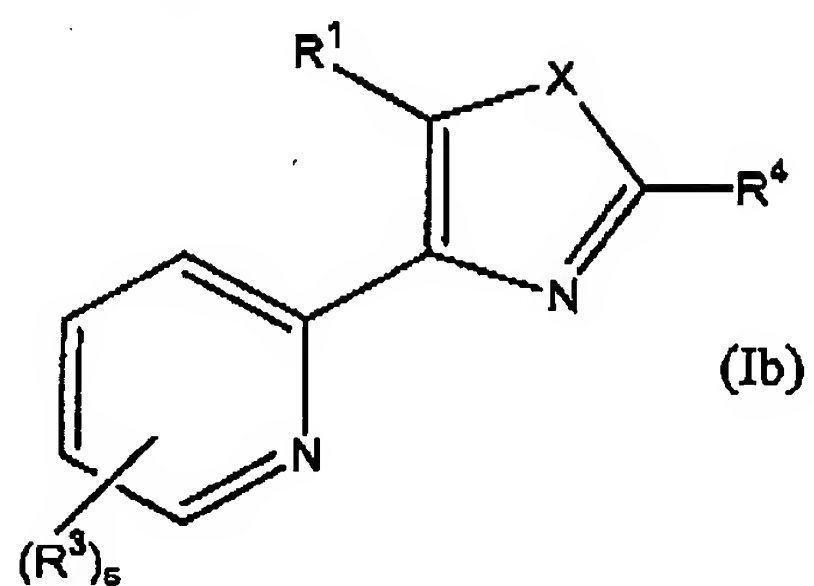
15. (previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 14 and a pharmaceutically acceptable carrier.

16. (canceled)

17. (canceled)

18. (currently amended) A compound of formula (Ib):

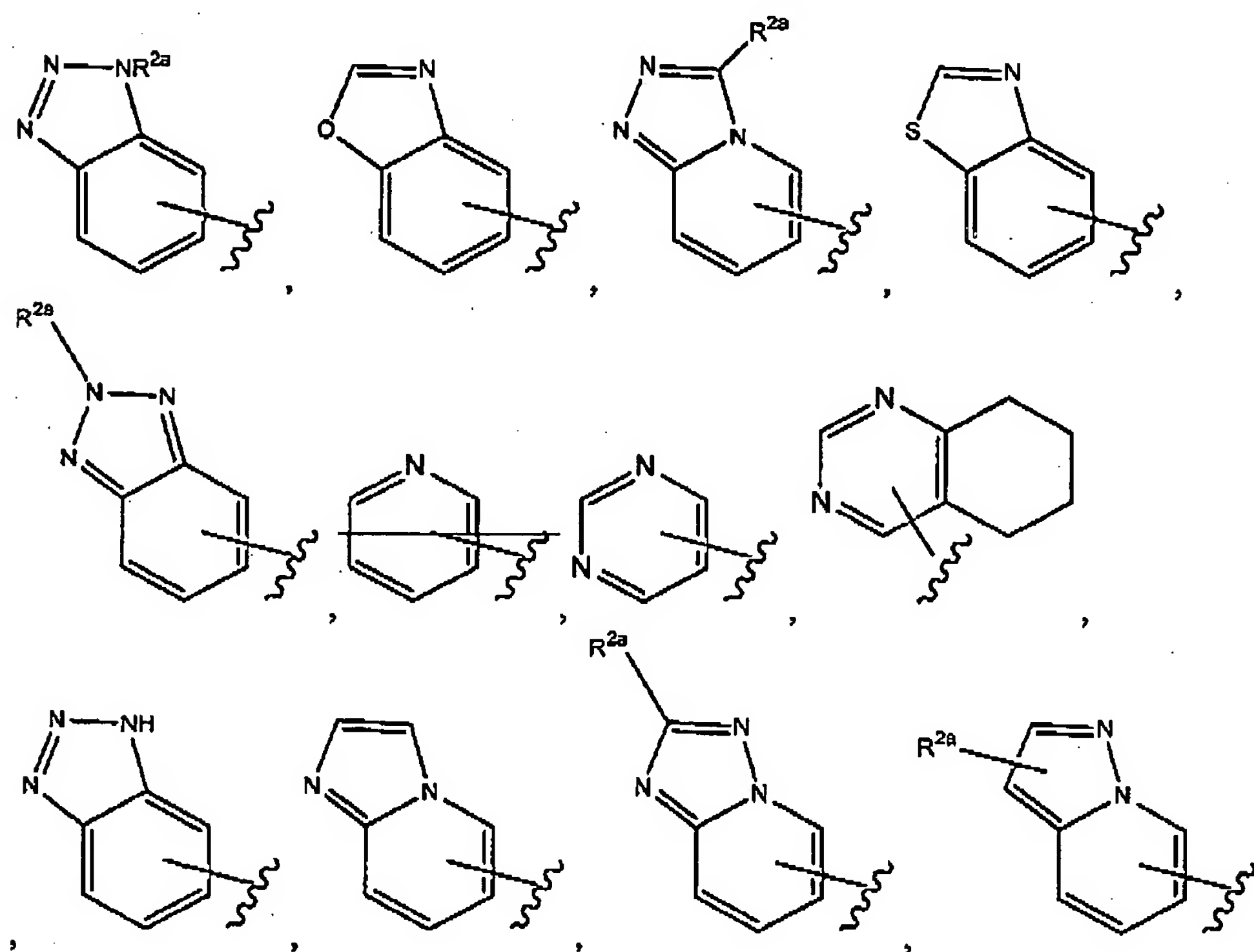
-12-



or a pharmaceutically acceptable salt, hydrate, tautomer or solvate thereof, wherein:

X is S;

R^1 is selected from the group consisting of



-14-

phenyl-SO₂-, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)ester-(C₁-C₆)alkyl-O-, phenyl-(C=O)-O-, H₂N-(C=O)-O-, (C₁-C₆)alkyl-HN-(C=O)-O-, ((C₁-C₆)alkyl)₂N-(C=O)-O-, phenyl-HN-(C=O)-O-, and (phenyl)₂N-(C=O)-O-;

wherein R¹ can optionally be further independently substituted with at least one moiety independently selected from the group consisting of: carbonyl, halo, halo(C₁-C₆)alkyl, perhalo(C₁-C₆)alkyl, perhalo(C₁-C₆)alkoxy, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, hydroxy, oxo, ~~mercapto~~, (C₁-C₆)alkylthio, (C₁-C₆)alkoxy, (C₅-C₁₀)aryl, ~~or~~ (C₅-C₁₀)heteroaryl, (C₅-C₁₀)aryloxy, ~~or~~ (C₅-C₁₀)heteroaryloxy, (C₅-C₁₀)ar(C₁-C₆)alkyl, ~~or~~ (C₅-C₁₀)heteroar(C₁-C₆)alkyl, (C₅-C₁₀)ar(C₁-C₆)alkoxy, ~~or~~ (C₅-C₁₀)heteroar(C₁-C₆)alkoxy, HO-(C=O)-, ~~ester~~, amido, ~~ether~~, amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₅-C₁₀)heterocycl(C₁-C₆)alkyl, (C₁-C₆)alkyl-, and di(C₁-C₆)alkylamino, cyano, nitro, carbamoyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylaminocarbonyl, di(C₁-C₆)alkylaminocarbonyl, (C₅-C₁₀)arylcarbonyl, (C₅-C₁₀)aryloxycarbonyl, (C₁-C₆)alkylsulfonyl, and (C₅-C₁₀)arylsulfonyl;

each R³ is independently selected from the group consisting of: hydrogen, halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, (C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkyl HN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-[[(C₁-C₆)alkyl]-N]-, phenyl-(C=O)-NH-, phenyl-(C=O)-[(C₁-C₆)alkyl]-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-[(C₁-C₆)alkyl]-N-(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-;

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R³ is optionally substituted by at least one substituent independently selected

-15-

from (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph(CH₂)₁₋₆HN-, and (C₁-C₆)alkylHN-;

s is an integer from one to five;

R⁴ is independently selected from the group consisting of: hydrogen, halo, halo(C₁-C₆)alkyl, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₅-C₁₀)heteroaryl, (C₅-C₁₀)heterocyclic, (C₃-C₁₀)cycloalkyl, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₅-C₁₀)heteroaryl-O-, (C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, O₂N-, NC-, amino, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkylHN-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoO₂S-, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-((C₁-C₆)alkyl)-N-, phenyl-(C=O)-NH-, phenyl-(C=O)-((C₁-C₆)alkyl)-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, ((C₁-C₆)alkyl)₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-((C₁-C₆)alkyl)-N]-(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-;

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R⁴ is optionally substituted by at least one substituent independently selected from the group consisting of (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph(CH₂)₁₋₆HN-, (C₁-C₆)alkylHN-, (C₅-C₁₀)heteroaryl and (C₅-C₁₀)heterocyclyl;

with the proviso that when R⁴ is a substituted phenyl moiety, then (a) R¹ is not naphthyl, phenyl or anthracenyl and (b) if R¹ is a phenyl fused with an aromatic or non-aromatic cyclic ring of 5-7 members wherein said cyclic ring optionally contains up to three heteroatoms independently selected from N, O and S, then the fused cyclic ring of said R¹ moiety is substituted.

19. (currently amended) A compound selected from the groups consisting of
~~2-(4-Benzo[1,3]dioxol-5-yl-oxazol-5-yl)-6-methyl-pyridine;~~
~~4-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;~~
~~1-Methyl-6-[5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-1H-benzotriazole;~~
~~2-Methyl-5-[5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-2H-benzotriazole;~~

-16-

~~6-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;~~
~~6-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-quinoxaline;~~
~~2-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-[1,5]naphthyridine;~~
~~{4-[5-(6-Methyl-pyridin-2-yl)-oxazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
~~2-(4-Benzo[1,3]dioxol-5-yl-2-methyl-oxazol-5-yl)-6-methyl-pyridine;~~
~~1-Methyl-6-[2-methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-1H-benzotriazole;~~
~~2-Methyl-5-[2-methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-2H-benzotriazole;~~
~~6-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;~~
~~6-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoxaline;~~
~~2-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-[1,5]naphthyridine;~~
~~{4-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
~~4-[2-Methyl-5-(6-methyl-pyridin-2-yl)-oxazol-4-yl]-quinoline;~~
~~4-Benzo[1,3]dioxol-5-yl-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;~~
~~4-(3-Methyl-3H-benzotriazol-5-yl)-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;~~
~~4-(2-Methyl-2H-benzotriazol-5-yl)-5-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;~~
~~5-(6-Methyl-pyridin-2-yl)-4-quinolin-6-yl-thiazol-2-ylamine;~~
~~5-(6-Methyl-pyridin-2-yl)-4-quinoxalin-6-yl-thiazol-2-ylamine;~~
~~{4-[2-Amino-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
~~1-Methyl-6-[5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-1H-benzotriazole;~~
~~2-Methyl-5-[5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-2H-benzotriazole;~~
~~2-(4-Benzo[1,3]dioxol-5-yl-thiazol-5-yl)-6-methyl-pyridine;~~
~~6-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoxaline;~~
~~2-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-[1,5]naphthyridine;~~
~~{4-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
~~4-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline;~~
~~6-[5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline;~~
~~1-Methyl-6-[2-methyl-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-1H-benzotriazole;~~
~~2-Methyl-5-[2-methyl-5-(6-methyl-pyridin-2-yl)-thiazol-4-yl]-2H-benzotriazole;~~
~~2-(4-Benzo[1,3]dioxol-5-yl-2-methyl-thiazol-5-yl)-6-methyl-pyridine;~~
~~6-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoxaline;~~

-17-

2-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-[1,5]naphthyridine;
~~{4-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-pyridin-2-yl}-phenyl-amine;~~
4-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline; and
6-[2-methyl-5-(6-Methyl-pyridin-2-yl)-thiazol-4-yl]-quinoline; or a pharmaceutically acceptable salt thereof.

20. (canceled)

21. (currently amended) A compound selected from the groups consisting of
1-Methyl-6-[4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-1H-benzotriazole;
2-Methyl-5-[4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-2H-benzotriazole;
2-(5-Benzo[1,3]dioxol-5-yl-thiazol-4-yl)-6-methyl-pyridine;
6-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoxaline;
2-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-[1,5]naphthyridine;
~~{4-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-pyridin-2-yl}-phenyl-amine;~~
4-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
6-[4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline;
1-Methyl-6-[2-methyl-4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-1H-benzotriazole;
2-Methyl-5-[2-methyl-4-(6-methyl-pyridin-2-yl)-thiazol-5-yl]-2H-benzotriazole;
2-(5-Benzo[1,3]dioxol-5-yl-2-methyl-thiazol-4-yl)-6-methyl-pyridine;
6-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoxaline;
2-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-[1,5]naphthyridine;
~~{4-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-pyridin-2-yl}-phenyl-amine;~~
4-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline; and
6-[2-methyl-4-(6-Methyl-pyridin-2-yl)-thiazol-5-yl]-quinoline; or a pharmaceutically acceptable salt thereof.

22. (currently amended) A compound selected from the groups consisting of
5-(3-Methyl-3H-benzotriazol-5-yl)-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;
5-(2-Methyl-2H-benzotriazol-5-yl)-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine;

-18-

5-Benzo[1,3]dioxol-5-yl-4-(6-methyl-pyridin-2-yl)-thiazol-2-ylamine; and
4-(6-Methyl-pyridin-2-yl)-5-quinoxalin-6-yl-thiazol-2-ylamine; or a pharmaceutically
acceptable salt thereof.